

**IN THE UNITED STATES DISTRICT COURT
FOR THE WESTERN DISTRICT OF PENNSYLVANIA**

IN RE:)
)
NATIONAL FORGE COMPANY, <i>et, al.</i>)
)
Debtor.)
)
OFFICIAL COMMITTEE OF)
UNSECURED CREDITORS OF)
NATIONAL FORGE COMPANY,)
)
Plaintiff)
)
And)
)
OFFICIAL COMMITTEE OF RETIREES)
OF NATIONAL FORGE COMPANY,)
)
Intervenors)
)
v.)
)
E. ROGER CLARK, both individually and)
as an officer and director of National Forge)
Company; MAURICE J. CASHMAN, both)
individually and as an officer and director of)
National Forge Company; DANA)
BEYELER, both individually and as an)
officer and director of National Forge)
Company; ROBERT A KAEMMERER,)
both individually and as an officer and)
director of National Forge Company;)
DANIEL ANTOS; WILLIAM D. BAILEY;)
RICHARD A. BREWSTER; JAMES E.)
CALDWELL; LARRY CAMPBELL;)
JAMES C. CONFER; RICHARD)
D'ALESSANDRO; DONALD FISSEL;)
JAMES B. HARRIS; THOMAS H.)
JACKSON; ASHOK K. KHARE; CARL J.)
LUPPINO; CLARENCE E. MASON;)
HAROLD MURPHY; PHILIP R.)
NONOSEL; CHARLES R. OLSON; JAMES)
D. RUHLMAN; PHILLIP R. SIMONS;)
GLENN E. TURK; RONALD L. YOUNG;)

C.A. No. 04-21 ERIE

BARRY ZISCHKAU; J.P. MORGAN)
CHASE & CO., as a Lender and an Agent on)
behalf of Certain Lenders under Various)
Amendments to Amended and Restated)
Credit Agreement dated April 6, 1998 ;)
FLEET BUSINESS CREDIT)
CORPORATION; and NATIONAL CITY)
BANK OF PENNSYLVANIA,)
)
Defendants)

**JOINDER OF JPMORGAN CHASE & CO., FLEET BUSINESS CREDIT
CORPORATION AND NATIONAL CITY BANK OF PENNSYLVANIA IN THE
SUBSTITUTION BRIEF OF DEFENDANTS E. ROGER CLARK, MAURICE J.
CASHMAN, DANA BEYELER AND ROBERT A. KAEMMERER IN REPLY TO
THE PLAINTIFF'S AND INTERVENOR'S SUBSTITUTION BRIEF IN
OPPOSITION TO THE DEFENDANTS' MOTION TO SUMMARY JUDGMENT**

JPMorgan Chase & Co., Fleet Business Credit Corporation and National City Bank of Pennsylvania (hereinafter, collectively referred to as the “Lenders”), by JPMorgan Chase & Co. as Agent for the Lenders through its undersigned counsel, respectfully submit this Joinder in the Substitution Brief (the “Substitution Brief”) of Defendants E. Roger Clark, Maurice J. Cashman, Dana Beyeler and Robert A. Kaemmerer in Reply to the Plaintiff’s and Intervenor’s Brief in Opposition to the Defendants’ Motion for Summary Judgment as to Counts I through VII of the Amended Compliant filed this date and state as follows:

1. The Lenders agree with the statements of facts, arguments, and authorities set forth in the Substitution Brief.
2. The Lenders assert that the arguments and authorities set forth in the Substitution Brief apply with equal force to the Lenders and, therefore, join in the Substitution Brief.

WHEREFORE, the Lenders respectfully request that the Court grant the relief requested in the Motion for Summary Judgment as to all Defendants, including the Lenders, and grant such other and further relief as the Court deems just and proper.

Respectfully submitted,

Date: November 9, 2005

/s/ Joel M. Walker
Joel M. Walker, PA I.D. No.: 26515
Duane Morris LLP
600 Grant Street, Suite 5010
Pittsburgh, PA 15219
(412) 497-1000

Counsel for JPMorgan Chase & Co.,
Fleet Business Credit Corporation and
National City Bank of Pennsylvania

CERTIFICATE OF SERVICE

I, the undersigned, hereby certify that on this 9th day of November 2005, I served or caused to be served a copy of the foregoing Joinder in the Substitution Brief of Defendants E. Roger Clark, Maurice J. Cashman, Dana Beyeler and Robert A. Kaemmerer in Reply to the Plaintiff's and Intervenor's Brief in Opposition to the Defendants' Motion for Summary Judgment as to Counts I through VII of the Amended Compliant upon the following parties via first-class, postage prepaid U.S. mail:

Douglas A. Campbell, Esquire
CAMPBELL & LEVINE, LLC
1700 Grant Building
Pittsburgh, PA 15219

David W. Lampl, Esquire
John M. Steiner, Esquire
LEECH TISHMAN FUSCALDO
& LAMPL, LLC
Citizens Bank Building, 30th Floor
525 William Penn Place
Pittsburgh, PA 15219

Brian M. McGowan, Esquire
James D. McDonald, Esquire
THE McDONALD GROUP, LLP
456 West 6th Street
P.O. Box 1757
Erie, PA 16507

Lawrence C. Bolla, Esquire
Arthur D. Martinucci, Esquire
QUINN, BUSECK, LEEMHUIS, TOOHEY
& KROTO, INC
2222 West Grandview Boulevard
Erie, PA 16506

/s/ Joel M. Walker
Joel M. Walker